

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AMTROL HOLDINGS, INC., *et al.*,
Debtors.

Chapter 11

Bankruptcy Case No. 06-11446 (KG)

NEW ENGLAND GAS COMPANY, *et al.*,
Appellants,

V.

AMTROL HOLDINGS, INC., *et al.*,
Appellees.

CA 07-75-GMS

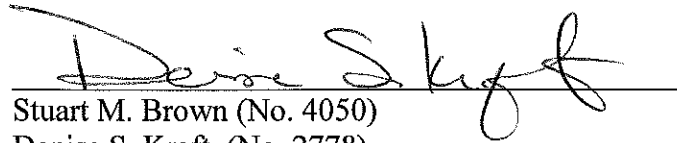
APPELLEES' MOTION TO DISMISS APPEAL

Appellee Amtrol Holdings, Inc., and its debtor direct and indirect, wholly owned subsidiaries, (collectively "**Appellee**") hereby move (the "**Motion to Dismiss**") the Court, pursuant to Rule 8011 of the Federal Rules of Bankruptcy Procedure, for an order dismissing the appeal (the "**Appeal**") of New England Gas Company and Narragansett Electric Company, (together, "**National Grid**" or "**Appellant**") from the United States Bankruptcy Court for the District of Delaware's January 11, 2007 Final Order (I) Prohibiting Utility Companies from Discontinuing, Altering or Refusing Service, (II) Establishing Procedures for Providing Deposits to Requesting Utilities, (III) Deeming Utility Companies to Have Adequate Assurance of Payment, and (IV) Establishing Procedures for Resolving Requests for Additional Assurance Pursuant to 11 U.S.C. §§ 105(a) and 366. In support of this Motion to Dismiss, Appellee relies upon its Brief in Opposition to the Appeal ("**Answering Brief**") and the exhibits attached thereto filed contemporaneously herewith and incorporated herein by reference.

WHEREFORE, for the reasons set forth in the accompanying Answering Brief, Appellee requests that an order, in the form annexed hereto, be entered by the Court dismissing the Appeal.

DATED: June 11, 2007

EDWARDS ANGELL PALMER & DODGE LLP

A handwritten signature in dark ink, appearing to read "Denise S. Kraft", is written over a horizontal line.

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IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	Chapter 11
AMTROL HOLDINGS, INC., <i>et al.</i> ,)	
)	Bankruptcy Case No. 06-11446 (KG)
Debtors.)	
)	
NEW ENGLAND GAS COMPANY, <i>et al.</i> ,)	
)	
Appellants,)	
)	CA 07-75-GMS
v.)	
)	
AMTROL HOLDINGS, INC., <i>et al.</i> ,)	
)	
Appellees.)	

ORDER GRANTING APPELLEES' MOTION TO DISMISS APPEAL

THE COURT having considered Appellee Amtrol Holdings, Inc., et al.'s, ("Appellee") motion (the "**Motion to Dismiss**"), pursuant to Bankruptcy Rule 8011 of the Federal Rules of Bankruptcy Procedure, for an order dismissing the appeal (the "**Appeal**") of New England Gas Company and Narragansett Electric Company (together, "**National Grid**" or "**Appellant**") from the United States Bankruptcy Court for the District of Delaware's January 11, 2007 Final Order (1) Prohibiting Utility Companies from Discontinuing, Altering or Refusing Service, (II) Establishing Procedures for Providing Deposits to Requesting Utilities, (III) Deeming Utility Companies to Have Adequate Assurance of Payment, and (IV) Establishing Procedures for Resolving Requests for Additional Assurance Pursuant to 11 U.S.C. §§ 105(a) and 366; and the Court having heard the statements of counsel regarding the relief requested in the Motion to Dismiss at a hearing before the Court;

IT IS HEREBY ORDERED that:

1. The Motion to Dismiss is granted and the Appeal is dismissed with prejudice.

Dated: _____, 2007.

Hon. Gregory M. Sleet
United States District Judge

CERTIFICATE OF SERVICE

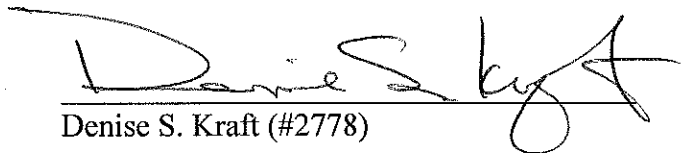
I, Denise Seastone Kraft, certify that on this 11th day of June, 2007, I caused true and correct copies of the **Appellees' Motion to Dismiss Appeal** to be served on the following parties in the manner indicated:

VIA FACSIMILE & HAND DELIVERY

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Denise S. Kraft (#2778)